



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

NAIC Group Code09010901(Current)(Prior)NAIC Company Code12902Employer's ID Number20-8534298

Organized under the Laws ofTexas, State of Domicile or Port of EntryTexas

Country of DomicileUnited States of America

Licensed as business type:Life, Accident & Health

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized02/27/2007Commenced Business02/27/2007

Statutory Home Office2900 North Loop West, Suite 1300Houston , TX, US 77092(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office500 Great Circle RoadNashville , TN, US 37228615-291-7000(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address9009 Carothers ParkwayFranklin , TN, US 37067(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records500 Great Circle RoadNashville , TN, US 37228615-291-7000(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.healthspring.com

Statutory Statement ContactBeth Ann Hollingsworth615-236-6252regulatory@healthspring.com615-401-4566(Name)(Area Code) (Telephone Number)(E-mail Address)(FAX Number)

OFFICERS

President, Chairman & Chief Executive OfficerScott Christian HuebnerVice President & SecretaryMark Andrew Tulloch

Chief Financial OfficerBrian David SetzerCo-Chief Executive OfficerMatthew Shawn Morris

OTHER

Dirk Oliver Wales MD Corporate Medical Director	Richard Alan Appel Compliance Officer	Clifton Scott Jacobson Vice President
James Russell Hailey President-Pharmaceutical Operations	David Lowell Terry Chief Actuary	Gregory James Allen Divisional President
Jay Landon Hurt Divisional President	Peter Ronald Gardner Vice President	Kristinn Klunkert Benton Vice President
Allen Curtis Perez Vice President	Barry Richard McHale Vice President & Treasurer	James Patrick Foley Divisional President
	Maureen Hardiman Ryan Vice President & Assistant Treasurer	Sanjeev Kumar Srivastava Vice President
Robert Lambdin Dawson Vice President	Scott Ronald Lambert Vice President & Assistant Treasurer	Jumana Nadeem Siddiqui Assistant Treasurer
Matthew Satoshi Collins # Vice President	Rhiannon Ashley Bernier Assistant Secretary	Anna Krishtul Assistant Secretary
Kevin James Oleksak Assistant Secretary		
Natalie Choy Deitrich Assistant Secretary		

DIRECTORS OR TRUSTEES

Sanjeev Kumar Srivastava	Scott Christian Huebner	Robert Lambdin Dawson
Matthew Shawn Morris	Mark Andrew Tulloch	

State ofMarylandSS:

County ofBaltimore City

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Scott Christian HuebnerPresident, Chairman and Chief Executive Officer

Brian David SetzerChief Financial Officer

Mark Andrew TullochVice President and Secretary

Subscribed and sworn to before me this day ofMay, 2013

a. Is this an original filing? Yes [X] No []

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

Christina D. Youngworth
Notary Public
10/31/2016

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	135,231,631	0	135,231,631	139,077,212
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$68,168,236), cash equivalents (\$53,014,166) and short-term investments (\$323,410,517)	505,006,936	60,414,017	444,592,919	512,566,220
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	30,000,000	0	30,000,000	0
9. Receivables for securities	29,275	0	29,275	204,732
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	670,267,842	60,414,017	609,853,825	651,848,164
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	1,175,604	0	1,175,604	1,270,221
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	40,066,119	103,040	39,963,079	19,332,565
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	41,577,250
18.1 Current federal and foreign income tax recoverable and interest thereon	10,907,010	0	10,907,010	0
18.2 Net deferred tax asset	27,952,138	265,909	27,686,229	6,540,046
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	507,338	507,338	0	48,555
24. Health care (\$61,182,508) and other amounts receivable	67,216,321	6,033,813	61,182,508	75,624,235
25. Aggregate write-ins for other than invested assets	1,276,818	515,554	761,264	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	819,369,190	67,839,671	751,529,519	796,241,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	819,369,190	67,839,671	751,529,519	796,241,036
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. State Income Tax Recoverable	761,264	0	761,264	0
2502. Prepaids	515,554	515,554	0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,276,818	515,554	761,264	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	156,573,296	6,850,655	163,423,951	166,865,393
2. Accrued medical incentive pool and bonus amounts	1,312,553	9,873,388	11,185,941	10,554,670
3. Unpaid claims adjustment expenses	0	1,891,246	1,891,246	1,803,555
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	29,721,905	0	29,721,905	39,763,915
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	289,448	0	289,448	186,356
9. General expenses due or accrued	372,850	0	372,850	1,562,664
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	8,894,570
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others.....	2,286,085	0	2,286,085	2,208,149
13. Remittances and items not allocated	0	0	0	101,000
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	38,550,771	0	38,550,771	36,128,146
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers).....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	101,509,296	0	101,509,296	88,366,814
23. Aggregate write-ins for other liabilities (including \$0 current)	486,850	0	486,850	486,850
24. Total liabilities (Lines 1 to 23)	331,103,054	18,615,289	349,718,343	356,922,081
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	116,703,127	116,703,127
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	282,608,049	320,115,829
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	401,811,176	439,318,956
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	751,529,519	796,241,036
DETAILS OF WRITE-INS				
2301. Fines and penalties	486,850	0	486,850	486,850
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	486,850	0	486,850	486,850
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,843,411	2,270,234	9,023,887
2. Net premium income (including \$0 non-health premium income).....	XXX	553,084,545	548,239,900	2,167,787,015
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	0	0	0
4. Fee-for-service (net of \$0 medical expenses).....	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	(3,000,220)	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	553,084,545	545,239,680	2,167,787,015
Hospital and Medical:				
9. Hospital/medical benefits	0	266,908,032	211,323,998	971,544,595
10. Other professional services	0	5,715,443	4,467,061	17,688,982
11. Outside referrals	12,215,266	12,215,265	5,359,004	24,124,410
12. Emergency room and out-of-area	470,708	5,733,638	9,627,799	18,950,564
13. Prescription drugs	0	184,206,907	245,570,459	663,936,853
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	189,499	3,322,230	14,850,773
16. Subtotal (Lines 9 to 15)	12,685,974	474,968,784	479,670,551	1,711,096,177
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	12,685,974	474,968,784	479,670,551	1,711,096,177
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$18,636,261 cost containment expenses	23,105,077	23,135,077	23,195,475	84,215,413
21. General administrative expenses	0	47,715,344	44,406,456	183,561,772
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	0	(202,689)	(202,689)
23. Total underwriting deductions (Lines 18 through 22).....	35,791,051	545,819,205	547,069,793	1,978,670,673
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	7,265,340	(1,830,113)	189,116,342
25. Net investment income earned	0	968,517	899,316	4,039,115
26. Net realized capital gains (losses) less capital gains tax of \$3,358	0	6,237	66,675	98,386
27. Net investment gains (losses) (Lines 25 plus 26)	0	974,754	965,991	4,137,501
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)].....	0	(2,696,230)	0	(11,603,607)
29. Aggregate write-ins for other income or expenses	0	(43,705)	(417)	296,585
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5,500,159	(864,539)	181,946,821
31. Federal and foreign income taxes incurred	XXX	1,728,069	3,866,456	63,944,765
32. Net income (loss) (Lines 30 minus 31)	XXX	3,772,090	(4,730,995)	118,002,056
DETAILS OF WRITE-INS				
0601. Bad debt expense	XXX	0	(3,000,220)	0
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	(3,000,220)	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Other Income	0	0	0	326,282
2902. Penalties and fines	0	(43,705)	(417)	(29,697)
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(43,705)	(417)	296,585

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	439,318,956	317,502,279	317,502,279
34. Net income or (loss) from Line 32	3,772,090	(4,730,995)	118,002,056
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	21,157,976	(924,648)	47,891
39. Change in nonadmitted assets	(62,437,846)	4,213,969	3,460,073
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	306,657	306,657
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(37,507,780)	(1,135,017)	121,816,677
49. Capital and surplus end of reporting period (Line 33 plus 48)	401,811,176	316,367,262	439,318,956
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	522,412,074	648,943,287	2,194,463,473
2. Net investment income	1,569,995	1,225,125	6,076,042
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	523,982,069	650,168,412	2,200,539,515
5. Benefit and loss related payments	464,991,134	463,160,994	1,657,948,205
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	21,249,565	(136,302,789)	103,542,800
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$52,977 tax on capital gains (losses)	21,533,007	11,498,551	57,200,634
10. Total (Lines 5 through 9)	507,773,707	338,356,756	1,818,691,639
11. Net cash from operations (Line 4 minus Line 10)	16,208,362	311,811,656	381,847,876
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,023,967	10,149,404	36,807,809
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	175,457	35	1,227
12.8 Total investment proceeds (Lines 12.1 to 12.7)	8,199,424	10,149,439	36,809,036
13. Cost of investments acquired (long-term only):			
13.1 Bonds	4,675,583	37,356,941	43,925,538
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	30,000,000	0	0
13.6 Miscellaneous applications	0	124,463	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	34,675,583	37,481,404	43,925,538
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(26,476,159)	(27,331,965)	(7,116,502)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	2,708,512	8,151,052	5,866,491
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,708,512	8,151,052	5,866,491
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(7,559,285)	292,630,743	380,597,865
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	512,566,220	131,968,355	131,968,355
19.2 End of period (Line 18 plus Line 19.1)	505,006,936	424,599,098	512,566,220

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	741,913	0	0	0	0	0	0	97,326	23,113	621,474
2. First Quarter	608,766	0	0	0	0	0	0	107,774	23,403	477,589
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	1,843,411	0	0	0	0	0	0	322,338	69,890	1,451,183
Total Member Ambulatory Encounters for Period:										
7. Physician	440,690	0	0	0	0	0	0	345,383	95,307	0
8. Non-Physician	129,803	0	0	0	0	0	0	81,007	48,796	0
9. Total	570,493	0	0	0	0	0	0	426,390	144,103	0
10. Hospital Patient Days Incurred	40,387	0	0	0	0	0	0	37,142	3,245	0
11. Number of Inpatient Admissions	7,980	0	0	0	0	0	0	6,145	1,835	0
12. Health Premiums Written (a)	553,084,545	0	0	0	0	0	0	330,310,976	74,917,814	147,855,755
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	553,084,545	0	0	0	0	0	0	330,310,976	74,917,814	147,855,755
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	464,991,134	0	0	0	0	0	0	260,957,306	61,874,313	142,159,515
18. Amount Incurred for Provision of Health Care Services	474,968,784	0	0	0	0	0	0	273,423,158	58,884,078	142,661,547

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 478,166,731

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
SXC	39,857,361	0	0	0	0	39,857,361
RPO	1,173,991	1,025,032	1,439,229	172,036	1,892,391	5,702,678
WNI	505,941	296,366	549,028	111,390	1,225,294	2,688,019
Convey Health	372,806	372,806	372,806	0	0	1,118,417
DOC	118,265	79,125	168,313	43,183	302,283	711,170
LVPA	67,865	40,105	90,201	19,024	209,263	426,458
HOPE	56,352	38,317	117,542	3,103	6,206	221,520
SADLER	0	0	0	0	131,184	131,184
VIP	47,910	18,979	67,085	(1,969)	(5,907)	126,098
Hubble Diagnostics	18,883	0	0	0	0	18,883
0199999. Individually listed claims unpaid	42,219,374	1,870,729	2,804,203	346,767	3,760,716	51,001,790
0299999 Aggregate accounts not individually listed-uncovered	0	0	0	0	0	0
0399999 Aggregate accounts not individually listed-covered	2,647,285	1,032,280	1,029,920	667,838	777,575	6,154,897
0499999 Subtotals	44,866,659	2,903,009	3,834,123	1,014,605	4,538,291	57,156,687
0599999 Unreported claims and other claim reserves						106,267,264
0699999 Total amounts withheld						0
0799999 Total claims unpaid						163,423,951
0899999 Accrued medical incentive pool and bonus amounts						11,185,941

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	0	0	0	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	47,187,593	214,211,484	16,221,468	84,152,933	63,409,061	84,456,063
7. Title XIX - Medicaid	14,310,349	47,563,964	3,604,155	18,007,410	17,914,504	24,601,798
8. Other health	(8,042,075)	150,201,591	2,530,899	38,907,085	(5,511,176)	57,807,531
9. Health subtotal (Lines 1 to 8)	53,455,867	411,977,039	22,356,522	141,067,428	75,812,389	166,865,392
10. Healthcare receivables (a)	0	3,360,816	0	63,855,505	0	80,004,141
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	1,144,843	(1,586,615)	8,664,132	2,521,808	9,808,975	10,554,670
13. Totals (Lines 9-10+11+12)	54,600,710	407,029,608	31,020,654	79,733,731	85,621,364	97,415,921

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of HealthSpring Life & Health Insurance Company, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance (the Department).

The Department recognizes only statutory accounting practices (NAIC SAP) prescribed or permitted by the state of Texas for determining and reporting the financial condition and results of operations of an insurance company, for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (the NAIC) *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed or permitted practices by the state of Texas. While the Department has adopted certain prescribed accounting practices that differ from those found in SAP, the Company's financials were not affected by those differences in 2013 or 2012.

B. Use of Estimates in the Preparation of the Financial Statements

No change from the 2012 Annual Statement.

C. Accounting Policies

No change from the 2012 Annual Statement.

2. Accounting Changes and Corrections of Errors

A. Material Changes in Accounting Principles and/or Correction of Errors

Changes in Accounting Principles – no changes from 2012 annual statement.

Corrections of Errors – not applicable

3. Business Combinations and Goodwill

A. Statutory Purchase Method – not applicable.

B. Statutory Merger – not applicable.

C. Assumption Reinsurance – not applicable.

D. Impairment Loss – not applicable.

4. Discontinued Operations

1. Identity of Segment Discontinued – not applicable.

2. Expected Disposal Date – not applicable.

3. Expected Manner of Disposal – not applicable.

4. Description of Remaining Assets and Liabilities – not applicable.

5. Amounts Related to Discontinued Operations – not applicable.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.

B. Debt Restructuring – not applicable.

C. Reverse Mortgages – not applicable.

D. Loan-Backed Securities

NOTES TO FINANCIAL STATEMENTS

1. Prepayment assumptions for loan-backed securities and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.
2. There are no loan-backed securities or structured securities with a recognized other-than-temporary impairment as of March 31, 2013
3. There are no loan-backed or structured securities where the present value of cash flows expected to be collected is less than amortized cost.
4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):
 - a. The aggregate amount of unrealized losses:

1. Less than 12 months:	\$2,280
2. 12 months or longer:	\$2,596
 - b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months:	\$558,884
2. 12 months or longer:	\$335,558
5. Management reviews loan-backed and other structured securities with a decline in fair value from cost for impairment based on criteria that include;
 - length of time and severity of decline;
 - financial and specific near term prospects of the issuer;
 - changes in the regulatory, economic or general market environment of the issuer's industry or geographic region; and
 - the Company's intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.
- E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.
- F. Real Estate – not applicable.
- G. Investments in Low Income Housing Tax Credits – not applicable.
6. Joint Ventures, Partnerships and Limited Liability Companies
 - A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
 - B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
7. Investment Income
 - A. Any investment income due and accrued with amounts that are over 90 days past due are nonadmitted and excluded from surplus.
 - B. As of March 31, 2013 and December 31, 2012, the Company had no investment income due and accrued with amounts that are over 90 days past due.
8. Derivative Instruments
 - A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
 - B. Objectives for the Use of Derivatives – not applicable.
 - C. Description of Accounting Policies for Derivatives – not applicable.
 - D&E. Net Gain or Loss from Derivatives – not applicable.

NOTES TO FINANCIAL STATEMENTS

F. Cash Flow Hedges – not applicable.

9. Income Taxes

No change from the 2012 Annual Statement.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. B. and C.

In 2013 and 2012, the Company did not paid any dividends to its Parents or receive any capital contributions.

D. At March 31, 2013 and December 31, 2012, the Company reported \$38,550,771 and \$36,079,591, respectively, as the net amounts due to the parent, subsidiaries and affiliates, respectively. These amounts are settled periodically, usually monthly.

E. Guarantees Resulting in a Material Contingent Exposure – not applicable.

F. Management Services Agreement

Effective January 31, 2012, the Company entered into a line of credit agreement with Cigna Corporation, Inc. (Cigna) under which the Company may lend up to \$30,000,000. In February 2013, Cigna borrowed \$30,000,000. As of March 31, 2013, the outstanding receivable was \$30,000,000 and interest of \$18,164 was paid to the Company.

G. Ownership

All outstanding shares of the Company are owned by NewQuest, LLC, a limited liability company domiciled in the state of Texas, which is a wholly owned subsidiary of HealthSpring, Inc., a Delaware corporation, which is an indirect wholly-owned subsidiary of Cigna Corporation.

H. Upstream Intermediate Entity – not applicable.

I. Investment in SCA Entity that Exceeds 10% of Admitted Assets – not applicable.

J. Investments in Impaired SCA's – not applicable.

K. Investments in Foreign Insurance Subsidiaries – not applicable.

L. Investment in a Downstream Non-Insurance Holding Company – not applicable.

11. Debt

A. Debt and Capital Notes – not applicable.

B. FHLB Agreements – not applicable.

12. Retirement Plans, Deferred Compensation, Post-Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan – not applicable.

B. Defined Contribution Plan – not applicable.

C. Multi-Employer Plan – not applicable.

D. Consolidated/Holding Company Plans – not applicable.

E. Postemployment Benefits and Compensated Absences – not applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.

13. Capital and Surplus, Shareholders' Dividend Restriction and Quasi-Reorganizations

NOTES TO FINANCIAL STATEMENTS

1. The Company has 5,000,000 shares authorized, 2,500,000 shares issued and outstanding of \$1 par value Common Stock, owned entirely by NewQuest, LLC.
2. The Company has no preferred stock outstanding.
3. The payment of dividends by the Company to the shareholder is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income. The Company's dividends are noncumulative.
4. In 2013 and 2012, the Company did not pay any dividends to its Parent.
5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
6. Restrictions on Unassigned Surplus – none.
7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
9. Special Surplus Funds – not applicable.
10. Cumulative Unrealized Gains and Losses in Surplus – none.
11. Surplus Note – none.
12. Quasi-Reorganization – not applicable.
13. Date of a Quasi –Reorganization – not applicable.
14. Change in Nonadmitted Assets and Deferred Income Tax Assets

The Company increased its nonadmitted assets related to non-admission of \$60,414,017 for its investment in the Amended and Restated Investment Pooling Agreement (PASTI Agreement) in accordance with the Texas Insurance Codes related to permitted investments.

In conjunction with the increase in nonadmitted assets, the Company increased its deferred income tax asset by \$21,144,906, which is fully admissible under SSAP No. 101, Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10., paragraph 11.a.

14. Contingencies
 - A. Contingent Commitments – none.
 - B. Assessments – none.
 - C. Gain Contingencies – none.
 - D. Claims-Related Extra-contractual Obligations – none.
 - E. All Other Contingencies – no change from the 2012 Annual Statement.
15. Leases
 - A. Lessee Operating Leases – none
 - B. Lessor Leases – none
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
 1. Financial Instruments with Off-Balance Sheet Risk – not applicable.

NOTES TO FINANCIAL STATEMENTS

2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
3. Amount of Loss – not applicable.
4. Policy for Requiring Collateral – not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.
 - C. Wash Sales – none.
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
 - A. ASO Plans – not applicable.
 - B. ASC Plans – not applicable.
 - C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
 - (A)-(F) Not applicable.
20. Fair Value Measurements
 - A. Fair Value Measurements at Reporting Date

As of March 31, 2013 and December 31, 2012, the Company had no financial instruments carried at fair value in the financial statements.

Fair value is defined as the price at which an asset could be exchanged in an orderly transaction between market participants at the balance sheet date. Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

The Company's financial assets and liabilities have been classified based upon a hierarchy by SAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to the fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument's fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The prices the Company uses to value the Company's investment assets are representative of prices that would be received to sell the assets at the measurement date (exit price) and are classified appropriately in the fair value hierarchy. The Company performs ongoing analyses of prices used to value invested assets to determine that they represent appropriate estimates of fair value. This process involves quantitative and qualitative analysis that is overseen by the Company's investment professionals, including reviews of pricing methodologies, judgments of valuation inputs, and assessments of the significance of any unobservable inputs, pricing statistics and trends. These reviews are also designed to ensure prices do not become stale, have reasonable explanations as to why they have changed from prior valuations, or require additional review of other anomalies. The Company also performs sample testing of sales values to confirm the accuracy of prior fair value estimates.

NOTES TO FINANCIAL STATEMENTS

Exceptions identified during these processes indicate that adjustments to prices are infrequent and result in immaterial adjustments to valuations.

The following table provides the carrying value, fair value and classification in the fair value hierarchy of the Company's bonds not recorded at fair value as of March 31, 2013 and December 31, 2012.

March 31, 2013:

					Carrying Value
	Quoted Prices in Active markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Bonds	14,324,128	125,012,239	-	139,336,367	\$ 135,231,631

December 31, 2012:

					Carrying Value
	Quoted Prices in Active markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Bonds	11,082,485	132,373,139	-	143,455,624	\$ 139,077,212

The Company did not have any financial instruments with a fair value hierarchy of Level 3 at March 31, 2013 and December 31, 2012.

B. Disclosures about Financial Instruments Not Carried at Fair Value.

Bonds – Fair values for bonds are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

Cash, Cash Equivalents, and Short-term Investments – The carrying amounts reported in the accompanying financial statements for these financial instruments approximate their fair values.

21. Other Items

- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures –

Assets in the amount of \$8,795,855 and \$7,727,588 at March 31, 2013 and December 31, 2012, respectively, were on deposit with government authorities or trustees as required by law.

- D. Healthcare premiums due and uncollected are recorded during the period the Company is obligated to provide services to members and do not bear interest. The allowance for doubtful accounts is the Company’s best estimate of the amount of probable losses in the Company’s existing health premiums due and uncollected and is based on past-due balances greater than 90 days. Account balances are charged off after all means of collection have been exhausted and the potential for recovery is considered remote. At March 31, 2013 and December 31, 2012, the Company had admitted assets of \$34,898,311 and \$16,436,332 net

NOTES TO FINANCIAL STATEMENTS

receivable under government-insured included in health premiums due and uncollected, respectively.

E. Business Interruption Insurance Recoveries – none.

F. State Transferable Tax Credits – none.

G. Subprime Mortgage-Related Risk Exposure

- 1. Direct Exposure through Investments in Subprime Loans – not applicable.
- 2. Direct Exposure through Other Investments – not applicable.
- 3. Underwriting Exposure to Subprime Mortgage Risk – not applicable.

H. Retained Assets - none

22. Events Subsequent

Subsequent events have been considered between the balance sheet date and May 14, 2013 for the statutory statement filed on May 14, 2013.

As of April 11, 2013, the Company reduced its investments under the PASTI Agreement so that it is below the level related to permitted investments of the Texas Insurance Codes.

23. Reinsurance

- A. Ceded Reinsurance Report – no change from the 2012 Annual Statement
- B. Uncollectible Reinsurance – none.
- C. Commutation of Ceded Reinsurance – none.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.
- B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.
- C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act – not applicable.

25. Change in Incurred Losses and Loss Adjustment Expenses

The liability for claims unpaid as of December 31, 2012 was \$166,865,391. During the 2013, \$133,460,008 has been paid on these liabilities. Reserves remaining for prior years are now \$22,356,522, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$11,048,861 since December 31, 2012. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2012 Balance	\$ 166,865,391	\$ 10,554,670	\$ (80,004,141)	\$ 97,415,920
Paid/(Received)	133,460,008	1,144,843	(80,004,141)	54,600,710
Favorable/(Unfav) Development	11,048,861	745,694		11,794,555
03/31/2013 Balance for 2012 & Prior	\$ 22,356,522	\$ 8,664,132	\$ -	\$ 31,020,655

26. Intercompany Pooling Arrangements

A.-G. – None.

NOTES TO FINANCIAL STATEMENTS

27. Structure Settlements

Not applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

The information below includes the stand-alone prescription drug plan line of business. The Estimated Pharmacy Rebates as Reported on Financial Statements for March 31, 2013 and December 31, 2012 excludes \$0 and \$10,844, respectively, related to non-admitted rebates.

Quarter Ended	Estimated Pharmacy Rebates as Reported on Financial	Pharmacy Rebates as Billed	Actual Rebates Received Within 90 Days of	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received Within More Than 180 Days of Billing
03/31/13	\$ 55,879,371	\$ 55,879,371	\$ -	\$ -	\$ -
12/31/12	71,748,097	67,982,180	67,982,180	-	-
09/30/12	66,776,920	66,258,470	63,878,473	2,379,997	-
06/30/12	109,742,521	65,049,224	65,191,121	(154,307)	12,410
03/31/12	108,110,143	65,455,283	44,176,978	21,494,479	(216,174)
12/31/11	101,958,109	94,007,952	58,138,263	13,848,093	22,021,597
09/30/11	107,881,074	75,350,797	71,784,003	3,577,174	(10,380)
06/30/11	114,660,064	68,554,064	60,753,383	7,808,741	(8,060)
03/31/11	90,958,428	70,923,817	55,197,966	15,756,704	(30,853)
12/31/10	71,678,761	61,453,073	45,835,589	12,828,694	2,788,790
09/30/10	71,940,946	52,844,390	52,709,446	108,789	26,155
06/30/10	77,454,476	47,571,763	26,887,596	20,655,963	28,204
03/31/10	67,066,670	48,692,105	1,397,579	47,204,942	89,584

B. Risk Sharing Receivables

None

C. Other Healthcare Receivables

Other Healthcare Receivables included \$4,213,074 in claims recoveries, \$870,700 related to the Texas Medicare Advantage Dual Eligible Special Need Plan and \$219,363 related to plan to plan pharmacy settlements.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [☐] No [☒] N/A [☐]
If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/19/2012
- 6.4

By what department or departments?
Texas Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☒] No [☐] N/A [☐]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] No [☐] N/A [☐]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13.

Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$.....0	\$.....0
14.22 Preferred Stock	\$.....0	\$.....0
14.23 Common Stock	\$.....0	\$.....0
14.24 Short-Term Investments	\$.....0	\$.....0
14.25 Mortgage Loans on Real Estate	\$.....0	\$.....0
14.26 All Other	\$.....0	\$.....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$.....0	\$.....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$.....0	\$.....0
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$
- 0

0

0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes
- [X]
- No
- []

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	One Chase Manhattan Plaza, New York, New York 10081
US Bank, N.A.	1025 Connecticut Avenue NE, Ste. 517 Washington, DC 20036

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes
- [X]
- No
- []

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Bank of America Securities, LLC			Correction of status to special deposit custodians
US Bank, N.A.			Correction of status to special deposit custodians
CitiBank, N.A.			Correction of status to special deposit custodians

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
105811	Cigna Investments, Inc.	900 Cottage Grove Road Bloomfield, CT 06002

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
- Yes
- [X]
- No
- []

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

89.2 %

1.2 A&H cost containment percent

3.4 %

1.3 A&H expense percent excluding cost containment expenses

9.4 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [☐] No [☒]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$0
- 2.3

Do you act as an administrator for health savings accounts?

Yes [☐] No [☒]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date

\$0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	L	6,047,951	0	0	0	0	6,047,951	0
2.	Alaska	AK	L	1,155,401	0	0	0	0	1,155,401	0
3.	Arizona	AZ	L	1,803,201	0	0	0	0	1,803,201	0
4.	Arkansas	AR	L	1,464,542	0	0	0	0	1,464,542	0
5.	California	CA	L	5,242,922	0	0	0	0	5,242,922	0
6.	Colorado	CO	L	489,601	0	0	0	0	489,601	0
7.	Connecticut	CT	L	494,699	0	0	0	0	494,699	0
8.	Delaware	DE	L	681,203	0	0	0	0	681,203	0
9.	District of Columbia	DC	L	960,911	0	0	0	0	960,911	0
10.	Florida	FL	L	538,223	0	0	0	0	538,223	0
11.	Georgia	GA	L	866,328	5,525,437	0	0	0	6,391,765	0
12.	Hawaii	HI	L	980,939	0	0	0	0	980,939	0
13.	Idaho	ID	L	1,577,080	0	0	0	0	1,577,080	0
14.	Illinois	IL	L	22,630,955	0	0	0	0	22,630,955	0
15.	Indiana	IN	L	1,114,600	0	0	0	0	1,114,600	0
16.	Iowa	IA	L	386,256	0	0	0	0	386,256	0
17.	Kansas	KS	L	514,071	0	0	0	0	514,071	0
18.	Kentucky	KY	L	868,092	0	0	0	0	868,092	0
19.	Louisiana	LA	L	5,711,884	0	0	0	0	5,711,884	0
20.	Maine	ME	L	181,462	0	0	0	0	181,462	0
21.	Maryland	MD	L	3,942,834	0	0	0	0	3,942,834	0
22.	Massachusetts	MA	L	1,104,274	0	0	0	0	1,104,274	0
23.	Michigan	MI	L	2,270,018	0	0	0	0	2,270,018	0
24.	Minnesota	MN	L	462,320	0	0	0	0	462,320	0
25.	Mississippi	MS	L	4,962,070	0	0	0	0	4,962,070	0
26.	Missouri	MO	L	912,361	0	0	0	0	912,361	0
27.	Montana	MT	L	150,223	0	0	0	0	150,223	0
28.	Nebraska	NE	L	225,197	0	0	0	0	225,197	0
29.	Nevada	NV	L	608,363	0	0	0	0	608,363	0
30.	New Hampshire	NH	L	155,389	0	0	0	0	155,389	0
31.	New Jersey	NJ	L	508,896	0	0	0	0	508,896	0
32.	New Mexico	NM	L	98,013	0	0	0	0	98,013	0
33.	New York	NY	L	19,343,771	0	0	0	0	19,343,771	0
34.	North Carolina	NC	L	614,265	0	0	0	0	614,265	0
35.	North Dakota	ND	L	113,881	0	0	0	0	113,881	0
36.	Ohio	OH	L	1,108,487	0	0	0	0	1,108,487	0
37.	Oklahoma	OK	L	1,029,892	0	0	0	0	1,029,892	0
38.	Oregon	OR	L	2,589,999	0	0	0	0	2,589,999	0
39.	Pennsylvania	PA	L	4,882,605	0	0	0	0	4,882,605	0
40.	Rhode Island	RI	L	159,435	0	0	0	0	159,435	0
41.	South Carolina	SC	L	4,005,697	0	0	0	0	4,005,697	0
42.	South Dakota	SD	L	112,690	0	0	0	0	112,690	0
43.	Tennessee	TN	L	9,052,519	0	0	0	0	9,052,519	0
44.	Texas	TX	L	25,054,841	320,496,747	74,917,814	0	0	420,469,402	0
45.	Utah	UT	L	1,391,444	0	0	0	0	1,391,444	0
46.	Vermont	VT	L	127,725	0	0	0	0	127,725	0
47.	Virginia	VA	L	900,882	0	0	0	0	900,882	0
48.	Washington	WA	L	6,029,224	0	0	0	0	6,029,224	0
49.	West Virginia	WV	L	1,296,315	4,288,792	0	0	0	5,585,107	0
50.	Wisconsin	WI	L	875,268	0	0	0	0	875,268	0
51.	Wyoming	WY	L	56,536	0	0	0	0	56,536	0
52.	American Samoa	AS	N	0	0	0	0	0	0	0
53.	Guam	GU	N	0	0	0	0	0	0	0
54.	Puerto Rico	PR	N	0	0	0	0	0	0	0
55.	U.S. Virgin Islands	VI	N	0	0	0	0	0	0	0
56.	Northern Mariana Islands	MP	N	0	0	0	0	0	0	0
57.	Canada	CAN	N	0	0	0	0	0	0	0
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	147,855,755	330,310,976	74,917,814	0	0	0	553,084,545	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61.	Totals (Direct Business)	(a) 51	147,855,755	330,310,976	74,917,814	0	0	0	553,084,545	0
DETAILS OF WRITE-INS										
58001.	.....	XXX								
58002.	.....	XXX								
58003.	.....	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.
PART 1 -- ORGANIZATION CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of March 31, 2013:

<u>Cigna CORPORATION</u> (A Delaware corporation and ultimate parent company)	
<u>Cigna Holdings, Inc.</u>	
	<u>Cigna Intellectual Property, Inc.</u>
	<u>Cigna Investment Group, Inc.</u>
	<u>Cigna International Finance Inc.</u>
	<u>Former Cigna Investments, Inc.</u>
	<u>Cigna Investments, Inc.</u>
	<u>Cigna Mezzanine Partners III, LP</u>
	<u>Cottage Grove Real Estate, Inc.</u>
	<u>Cigna Mezzanine Partners III, Inc.</u>
	<u>Cigna Benefits Financing, Inc.</u> (EI # 010947889, DE)
	<u>Connecticut General Corporation</u>
	<u>Benefit Management Corp.</u> (EI # 81-0585518)
	<u>*Allegiance Life & Health Insurance Company</u> (EI # 20-4433475, NAIC # 12814, MT)
	<u>*Allegiance Re, Inc.</u> (EI # 20-3851464, MT)
	<u>Allegiance Benefit Plan Management, Inc.</u>
	<u>Allegiance COBRA Services, Inc.</u>
	<u>Allegiance Provider Direct, LLC</u>
	<u>Community Health Network, LLC</u>
	<u>Intermountain Underwriters, Inc.</u>
	<u>Star Point, LLC</u>
	<u>HealthSpring, Inc.</u>
	<u>NewQuest, LLC</u>
	<u>Bravo Health, LLC</u>
	<u>*Bravo Health Mid-Atlantic, Inc.</u> (EI # 52-2259087, NAIC # 10095, MD)
	<u>*Bravo Health Pennsylvania, Inc.</u> (EI # 52-2363406, NAIC # 11254, PA)
	<u>*HealthSpring Life & Health Insurance Company</u> (EI # 20-8534298, NAIC # 12902, TX)
	<u>*HealthSpring of Alabama, Inc.</u> (EI # 63-0925225, NAIC # 95781, AL)
	<u>*HealthSpring of Florida, Inc.</u> (EI # 65-1129599, NAIC # 11532, FL)
	<u>NewQuest Management of Illinois, LLC</u>
	<u>NewQuest Management of Florida, LLC</u>
	<u>HealthSpring Management of America, LLC</u>
	<u>HealthSpring Financial Services, LLC</u>
	<u>NewQuest Management of West Virginia, LLC</u>
	<u>TexQuest, LLC</u>
	<u>HouQuest, LLC</u>
	<u>GulfQuest, LP</u>
	<u>NewQuest Management of Alabama, LLC</u>
	<u>HealthSpring USA, LLC</u>
	<u>HealthSpring Management, Inc.</u>
	<u>HealthSpring of Tennessee, Inc.</u> (EI # 62-1593150, NAIC # 11522, MD)
	<u>Tennessee Quest, LLC</u>
	<u>HealthSpring Pharmacy Services, LLC</u>
	<u>HealthSpring Pharmacy of Tennessee, LLC</u>
	<u>*Cigna Arbor Life Insurance Company</u> (EI # 03-0452349, NAIC # 13733, CT)
	<u>Cigna Behavioral Health, Inc.</u>

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

	<u>Cigna Behavioral Health of California, Inc.</u> (EI# 94-3107309)
	<u>Cigna Behavioral Health of Texas, Inc.</u> (EI# 75-2751090)
	<u>MCC Independent Practice Association of New York, Inc.</u>
	<u>Cigna Dental Health, Inc.</u>
	<u>Cigna Dental Health of California, Inc.</u> (EI# 59-2600475, CA)
	<u>Cigna Dental Health of Colorado, Inc.</u> (EI# 59-2675861, NAIC # 11175, CO)
	<u>Cigna Dental Health of Delaware, Inc.</u> (EI# 59-2676987, NAIC # 95380, DE)
	<u>Cigna Dental Health of Florida, Inc.</u> (EI# 59-1611217, NAIC # 52021, FL)
	<u>Cigna Dental Health of Illinois, Inc.</u> (EI# 06-1351097, IL)
	<u>Cigna Dental Health of Kansas, Inc.</u> (EI# 59-2625350, NAIC # 52024, KS)
	<u>Cigna Dental Health of Kentucky, Inc.</u> (EI# 59-2619589, NAIC # 52108, KY)
	<u>Cigna Dental Health of Missouri, Inc.</u> (EI#06-1582068, NAIC # 11160, MO)
	<u>Cigna Dental Health of New Jersey, Inc.</u> (EI# 59-2308062, NAIC # 11167, NJ)
	<u>Cigna Dental Health of North Carolina, Inc.</u> (EI# 56-1803464 , NAIC # 95179, NC)
	<u>Cigna Dental Health of Ohio, Inc.</u> (EI# 59-2579774, NAIC # 47805, OH)
	<u>Cigna Dental Health of Pennsylvania, Inc.</u> (EI# 52-1220578, NAIC # 47041, PA)
	<u>Cigna Dental Health of Texas, Inc.</u> (EI# 59-2676977, NAIC # 95037, TX)
	<u>Cigna Dental Health of Virginia, Inc.</u> (EI# 52-2188914, NAIC # 52617, VA)
	<u>Cigna Dental Health Plan of Arizona, Inc.</u> (EI# 86-0807222, NAIC # 47013, AZ)
	<u>Cigna Dental Health of Maryland, Inc.</u> (EI#20-2844020, NAIC #48119, MD)
	<u>Cigna Health Corporation</u>
	<u>Healthsource, Inc.</u>
	<u>Cigna HealthCare of Arizona, Inc.</u> (EI# 86-0334392, NAIC#95125, AZ)
	<u>Cigna HealthCare of California, Inc.</u> (EI# 95-3310115, CA)
	<u>Cigna HealthCare of Colorado, Inc.</u> (EI# 84-1004500, NAIC # 95604, CO)
	<u>Cigna HealthCare of Connecticut, Inc.</u> (EI# 06-1141174, NAIC # 95660, CT)
	<u>Cigna HealthCare of Florida, Inc.</u> (EI# 59-2089259, NAIC # 95136, FL)
	<u>Cigna HealthCare of Illinois, Inc.</u> (EI# 36-3385638, NAIC # 95602, IL)
	<u>Cigna HealthCare of Maine, Inc.</u> (EI# 01-0418220, NAIC # 95447, ME)
	<u>Cigna HealthCare of Massachusetts, Inc.</u> (EI# 02-0402111, NAIC # 95220, MA)
	<u>Cigna HealthCare Mid-Atlantic, Inc.</u> (EI# 52-1404350, NAIC # 95599, MD)
	<u>Cigna HealthCare of New Hampshire, Inc.</u> (EI# 02-0387749, NAIC # 95493, NH)
	<u>Cigna HealthCare of New Jersey, Inc.</u> (EI# 22-2720890, NAIC # 95500, NJ)
	<u>Cigna HealthCare of Pennsylvania, Inc.</u> (EI# 23-2301807, NAIC # 95121, PA)
	<u>Cigna HealthCare of St. Louis, Inc.</u> (EI# 36-3359925, NAIC # 95635, MO)
	<u>Cigna HealthCare of Utah, Inc.</u> (EI# 62-1230908, NAIC # 95518, UT)
	<u>Cigna HealthCare of Georgia, Inc.</u> (EI# 58-1641057, NAIC # 96229, GA)
	<u>Cigna HealthCare of Texas, Inc.</u> (EI# 74-2767437, NAIC # 95383, TX)
	<u>Cigna HealthCare of Indiana, Inc.</u> (EI# 35-1679172, NAIC # 95525, IN)

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

		<u>Cigna HealthCare of New York, Inc.</u> (EI# 11-2758941, NAIC # 95488, NY)
		<u>Cigna HealthCare of Tennessee, Inc.</u> (EI# 62-1218053, NAIC # 95606, TN)
		<u>Cigna HealthCare of North Carolina, Inc.</u> (EI# 56-1479515, NAIC# 95132, NC)
		<u>Cigna HealthCare of South Carolina, Inc.</u> (EI# 06-1185590, NAIC # 95708, SC)
		<u>*Temple Insurance Company Limited</u> (Bermuda)
		<u>Arizona Health Plan, Inc.</u>
		<u>Healthsource Properties, Inc.</u>
		<u>Managed Care Consultants, Inc.</u>
		<u>Choicelinx Corporation</u>
		<u>Sagamore Health Network, Inc.</u>
	<u>Cigna Healthcare Holdings, Inc.</u> (EI# 84-0985843)	
		<u>Great-West Healthcare of Illinois, Inc.</u> (EI# 93-1174749, NAIC 95388, IL)
		<u>Cigna Healthcare, Inc.</u>
	<u>*Cigna Life Insurance Company of Canada (Canada)</u> (AA-1560515)	
	<u>*Cigna Life Insurance Company of New York</u> (EI# 13-2556568, NAIC # 64548, NY)	
	<u>*Connecticut General Life Insurance Company</u> (EI# 06-0303370, NAIC # 62308, CT)	
		<u>CARING - Albuquerque, LLC</u> (EI# 27-5402936, DE)
		<u>CG Gillette Ridge, LLC</u>
		<u>Gillette Ridge Apartments LLC</u>
		<u>CG Merrick, LLC</u>
		<u>Merrick Park LLC</u>
		<u>Merrick Park Parking LLC</u>
		<u>CG Morrison LLC</u>
		<u>Civic Holding LLC</u>
		<u>CG Mystic Center LLC</u>
		<u>Station Landing Holding LLC</u>
		<u>CG Mystic Land LLC</u>
		<u>ND/CG Holding LLC</u>
		<u>CG Pinnacle, L.L.C.</u>
		<u>Pinnacle Industrial Center, LP</u>
		<u>CG Skyline, LLC</u>
		<u>Skyline ND/CG LLC</u>
		<u>ND Mystic Center Note LLC</u>
		<u>Skyline Mezzanine Borrower, LLC</u>
		<u>Skyline at Station Landing, LLC</u>
		<u>Careallies, LLC</u>
		<u>Carson Bayport 1 LP</u>
		<u>CG Bayport LLC</u>
		<u>Bayport Colony Apartments LLC</u>
		<u>CG Shirlington LLC</u>
		<u>Shirlington Apartments LLC</u>
		<u>CG Wheaton, LLC</u>
		<u>CG-LINA Bayport I LLC</u>
		<u>CG-LINA Colonial LLC</u>
		<u>ND/CG Colonial LLC</u>
		<u>PHF-ND Colonial LLC</u>
		<u>CG-LINA Commonwealth LLC</u>
		<u>Unico/CG Commonwealth LLC</u>
		<u>Commonwealth Acquisition LLC</u>
		<u>CG-LINA Jacob Way, LLC</u>
		<u>CG-LINA Lovejoy LLC</u>

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

			<u>| Unico-CG Lovejoy LLC</u>
			<u>Cigna Onsite Health, LLC</u>
			<u>CR Longwood Investors, LP</u>
			<u>| ND/CR Longwood LLC</u>
			<u>| ARE/ND/CR Longwood LLC</u>
			<u>Gillette Ridge Community Council, Inc.</u>
			<u>Gillette Ridge Golf LLC</u>
			<u>Hazard Center Investment Company LLC</u>
			<u>Secon Properties, LP.</u>
			<u>Teal Rock 501 Grant Street GP, LLC</u>
			<u>Teal Rock 501 Grant Street, LP</u>
			<u>Tel-Drug of Pennsylvania, LLC</u>
			<u>CG-LINA Realty Investors LLC</u>
			<u>| 115 Sansome Street Associates, LLC</u>
			<u>| 121 Tasman Apartments LLC</u>
			<u>| Alto Apartments LLC</u>
			<u>| CG-LINA Paper Box LLC</u>
			<u>CG-LINA 10 Brookline, LLC</u>
			<u>| ND/CR 10 Brookline LLC</u>
			<u>Cigna Affiliates Realty Investment Group, LLC</u> <u>(EI# 27-5402196, DE)</u>
			<u>| Market Street Residential Holdings LLC</u>
			<u>| Arborpoint at Market Street LLC</u>
			<u>| Market Street Retail Holdings LLC</u>
			<u>| Market Street South LLC</u>
			<u>Diamondview Tower CM-CG LLC</u>
			<u>CR Washington Street Investors LP</u>
			<u>AEW/FDG, LP</u>
			<u>ND/CR Unicorn LLC</u>
			<u>Union Wharf Apartments LLC</u>
			<u>AMD Apartments Limited Partnership</u>
			<u>SP Newport Crossing LLC</u>
			<u>PUR Arbors Apartments Venture LLC</u>
			<u>CG Seventh LLC</u>
			<u>Ideal Properties II LLC</u>
			<u>CG-LINA Alessandro II LLC</u>
			<u>Mallory Square Partners I, LLC</u>
			<u>Houston Briar Forest Apartments Limited Partnership</u>
			<u>Cigna Dulles Town, LLC</u>
			<u>| Dulles Town Center Mall, LLC</u>
			<u>CORAC LLC</u>
			<u>| Bridgepoint Office Park Associates, LLC</u> <u>(EI# 27-3923999, DE)</u>
			<u>| Fairway Center Associates, LLC</u> <u>(EI# 27-3126102, DE)</u>
			<u>| Henry on the Park Associates, LLC</u> <u>(EI 27-3582688, DE)</u>
			<u>*Cigna Health and Life Insurance Company</u> <u>(EI # 59-1031071, NAIC # 67369, CT)</u>
			<u>| CarePlexus, LLC</u> <u>(EI# 45-2681649; DE)</u>
			<u>| Cigna Corporate Services, LLC</u> <u>(EI 27-3396038, DE)</u>
			<u>| Cigna Insurance Agency, LLC</u> <u>(EI # 27-1903785, CT)</u>
			<u>| Ceres Sales of Ohio, LLC</u> <u>(EI # 34-1970892, OH)</u>
			<u>| Central Reserve Life Insurance Company</u> <u>(EI # 34-0970995, NAIC # 61727, OH)</u>
			<u>| Provident American Life and Health Insurance Company</u> <u>(EI # 23-1335885, NAIC # 67903, OH)</u>
			<u>| United Benefit Life Insurance Company</u>

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

				(EI # 75-2305400, NAIC # 65269, OH)
				<u>Loyal American Life Insurance Company</u>
				(EI # 63-0343428, NAIC # 65722, OH)
				<u>American Retirement Life Insurance Company</u>
				(EI # 59-2760189, NAIC # 88366, OH)
|	Cigna Health Management, Inc.			
				(EI# 23-1728483, DE)
				<u>Kronos Optimal Health Company</u>
				(20-8064696, AZ)
				<u>*Life Insurance Company of North America</u>
				(EI# 23-1503749, NAIC # 65498, PA)
				<u>*Cigna & CMC Life Insurance Company Limited (China) (50%)</u>
				(remaining interest owned by an unaffiliated party)
				<u>*LINA Life Insurance Company of Korea (Korea)</u>
				<u>Cigna Direct Marketing Company, Inc.</u>
				<u>Tel-Drug, Inc.</u>
				<u>Vielife Holdings Limited (United Kingdom)</u>
				<u>Vielife Limited (United Kingdom)</u>
				<u>Vielife Services, Inc.</u>
				<u>Businesshealth UK Limited</u>
				<u>CG Individual Tax Benefit Payments, Inc.</u>
				<u>CG Life Pension Benefits Payments, Inc.</u>
				<u>Cigna Federal Benefits, Inc.</u>
				<u>Cigna Healthcare Benefits, Inc.</u>
				<u>Cigna Integratedcare, Inc.</u>
				<u>Cigna Managed Care Benefits Company</u>
				<u>Cigna Re Corporation</u>
				<u>Blodget & Hazard Limited</u>
				<u>Cigna Resource Manager, Inc.</u>
				<u>Connecticut General Benefit Payments, Inc.</u>
				<u>Healthsource Benefits, Inc.</u>
				<u>IHN, Inc.</u>
				<u>LINA Benefit Payments, Inc.</u>
				<u>Mediversal, Inc.</u>
				<u>Universal Claims Administration</u>
				<u>Cigna Global Holdings, Inc.</u>
				<u>Cigna International Corporation, Inc. (Delaware)</u>
				<u>Cigna International Services (Delaware)</u>
				<u>Cigna International Marketing (Thailand) Limited (Thailand)</u>
				<u>CGO Participatos LTDA</u>
				<u>YCFM Servicios LTDA</u>
				<u>*Cigna Global Reinsurance Company, Ltd. (Bermuda)</u>
				<u>Cigna Holdings Overseas, Inc.</u>
				<u>Cigna Bellevue Alpha LLC</u>
				<u>Cigna Hayat Sigorta, A.S.</u>
				<u>Cigna Nederland Alpha Cooperatief U.A. (Netherlands)</u>
				<u>Cigna Nederland Beta B.V. (Netherlands)</u>
				<u>Cigna Nederland Gamma B.V. (Netherlands)</u>
				<u>Cignafinans Emeklilik Ve Hayat Anonim Sirketi</u>
				<u>*Cigna Life Insurance Company of Europe S.A.-N.V. (Belgium) (99.998%)</u>
				(remaining interest owned by Cigna Global Holdings, Inc. - - AA-
1240009))				
				<u>*Cigna Europe Insurance Company S.A.-N.V. (Belgium) (99.999%)</u>
				(remaining interest owned by Cigna Global Holdings, Inc.)
				<u>Cigna European Services (UK) Limited (United Kingdom)</u>
				<u>Cigna 2000 UK Pension LTD</u>
				<u>Cigna Health Solution India Pvt. Ltd. (India)</u>
				<u>Cigna International Services Australia Pty Ltd (Australia)</u>
				<u>Cigna Apac Holdings Limited (New Zealand)</u>
				<u>*Cigna Life Insurance New Zealand Limited (New Zealand)</u>
				<u>Cigna Taiwan Life Assurance Company Limited (Thailand)</u>

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

					<u>*Cigna Taiwan Life Insurance Company Limited (New Zealand)</u>
					<u>Cigna Hong Kong Holdings Company Limited (Hong Kong)</u>
					<u>Cigna Data Services (Shangai) Company Limited (China)</u>
					<u>Cigna HLA Technology Services Limited (Hong Kong)</u>
					<u>*Cigna Worldwide General Insurance Company Limited (Hong Kong)</u>
<u>Kong)</u>					<u>*Cigna Worldwide Life Insurance Company Limited (Hong Kong)</u>
					<u>PT GAR Indonesia</u>
					<u>PT PGU Indonesia</u>
					<u>RHP (Thailand) Limited</u>
					<u>Cigna Brokerage Services (Thailand) Limited (75%)</u> (remaining interest owned by Cigna Holdings Overseas, Inc.)
					<u>*Cigna Non-Life Insurance Brokerage (Thailand) Limited (74.975%)</u> (25% interest owned by Cigna Holdings Overseas, Inc. remaining interest owned by unaffiliated parties)
					<u>KDM (Thailand) Limited (Thailand) (99.999%)</u>
					<u>*Cigna Insurance Public Company Limited (75%)</u> (24.999% interest owned by Cigna Holdings Overseas, Inc.)
					<u>*Cigna Global Insurance Company Limited (Guernsey) (99.9999%)</u> (remaining interest owned by Cigna Global Holdings, Inc.)
					<u>Vanbreda International NV(Brussels)</u>
					<u>Vanbreda International Sdn. Bhd. (Malaysia)</u>
<u>Ltd (China)</u>					<u>Vanbreda International (Beijing) Consultants and Administrators Co.</u>
					<u>Vanbreda International, LLC (FL)</u>
					<u>Vanbreda International (Dubai) Limited (United Arab Emirates)</u>
					<u>Cignatthk Health Insurance Company Limited</u>
					<u>*Cigna Worldwide Insurance Company</u> (EI# 23-2088429, NAIC # 90859, DE)
					<u>*PT. Asuransi Cigna (Indonesia) (80%)</u> (remaining interest owned by unaffiliated parties - AA-5360003)
					<u>FirstAssist Group Holdings Limited (UK)</u>
					<u>FirstAssist Group Limited (UK)</u>
					<u>FirstAssist Administration Limited (UK)</u>
					<u>Brighter Business Limited (UK)</u>
					<u>FirstAssist Legal Protection Limited (UK)</u>
					<u>FirstAssist Insurance Services Limited (UK)</u>

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, L.P.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1207641	1591167	0000701221		Cottage Grove Real Estate, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, Inc.	DE	NIA	Cigna Mezzanine Partners III, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Allegiance Life & Health Insurance Company							
.0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Re, Inc.	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA	Benefit Management Corp.	Ownership	50.000	Cigna Corporation	
.0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		52-1929677	1591167	0000701221		Bravo Health, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
							HealthSpring Life & Health Insurance Company, Inc.	TX		NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Florida, Inc.	FL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11532	65-1129599	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-4954206	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Financial Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		45-2043106	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		45-0633893	1591167	0000701221		TexQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108527	1591167	0000701221		HouQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108521	1591167	0000701221		GulfQuest, LP	TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	
.0901	Cigna Group		76-0657035	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		33-1033586	1591167	0000701221		HealthSpring USA, LLC	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	IA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11522	62-1593150	1591167	0000701221		Tennessee Quest, LLC	TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-5524622	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353772	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
			41-1648670	1591167	0000701221		Cigna Behavioral Health of California, Inc.	CA	IA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-2751090	1591167	0000701221									

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1346406	1591167	0000701221		MCC Independent Practice Association of New York, Inc.	NY	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health, Inc.	FL	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of California, Inc.	CA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	DE	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	FL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health of Illinois, Inc.	IL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	KS	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KY	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	MO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	NJ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NC	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	OH	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	PA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	TX	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	VA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	AZ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	MD	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	NH	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	AZ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	CA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	CO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	FL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	IL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	ME	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	MA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	MD	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	MA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	ME	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	PA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	MO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	UT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	GA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	TX	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	IN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95488	11-2758941	1591167	0000701221		Cigna HealthCare of New York, Inc.	NY	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	TN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	NC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	SC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited (Bermuda)	BMU	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	IA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Co. of Canada	CAN	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-5402936	1591167	0000701221		CARING - Albuquerque, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Gillette Ridge, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		74-3091940	1591167	0000701221		Gillette Ridge Apartments, LLC	MD	NIA	CG Gillette Ridge LLC	Ownership	65.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Merrick, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-2345309	1591167	0000701221		Merrick Park, LLC	DE	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		52-2225244	1591167	0000701221		Merricak Park Parking, LLC	MD	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		20-2542572	1591167	0000701221		CG Morrison LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	NIA	CG Morrison LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing Holding, LLC	DE	NIA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	NIA	CG Mystic Land LLC	Ownership	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
0901	Cigna Group		58-2455703	1591167	0000701221		CG Pinnacle, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Pinnacle Industrial Center, LP	TX	NIA	CG Pinnacle LLC	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Carson Bayport I LP	DE	NIA	Connecticut General Life Insurance Company	Ownership	59.400	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Shirlington LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Shirlington Apartments LLC	DE	NIA	CG Shirlington LLC	Ownership	60.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Wheaton LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Bayport I LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Colonial LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG Colonial LLC	..MA	..NIA	CG-LINA Colonial LLC	Ownership	..75.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		PHF-ND Colonial LLC	..DE	..NIA	ND/CG Colonial LLC	Ownership	..50.000	Cigna Corporation	
..0901	Cigna Group		26-1133516	1591167	0000701221		CG-LINA Commonwealth LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		UNICO/CG Commonwealth LLC	..DE	..NIA	CG-LINA Commonwealth LLC	Ownership	..80.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		Commonwealth Acquisition LLC	..DE	..NIA	Unico / CG Commonwealth LLC	Ownership	..100.000	Cigna Corporation	
..0901	Cigna Group		26-1585711	1591167	0000701221		CG-LINA Jacob Way LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
..0901	Cigna Group		20-8323494	1591167	0000701221		CG-LINA Lovejoy LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		UNICO-CG Lovejoy LLC	..OR	..NIA	CG-LINA Lovejoy, LLC	Ownership	..80.000	Cigna Corporation	
..0901	Cigna Group		32-0222252	1591167	0000701221		Cigan Onsite Health, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		CR Longwood Investors L.P.	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..24.600	Charles River Realty Longwood, LLC (non-affiliate)	
..0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Longwood LLC	..DE	..NIA	CR Longwood Investors L.P.	Ownership	..95.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		ARE/ND/CR Longwood LLC	..DE	..NIA	ND / CR Longwood LLC	Ownership	..35.000	RE-MA Region No. 41, LLC (non-affiliate)	
..0901	Cigna Group		00-0000000	1591167	0000701221		Gillette Ridge Community Council, Inc.	..CT	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
..0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..60.000	Cigna Corporation	
..0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		Secon Properties, LP	..CA	..NIA	Connecticut General Life Insurance Company	Ownership	..50.000	South Coast Plaza Associates, LLC (non-affiliate)	
..0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street GP, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..56.273	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street, LP	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..55.710	Cigna Corporation	
..0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C.	..PA	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		AEW/FDG, LP	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..13.640	AEW Core Property Trust Holding LP (non-affiliate)	
..0901	Cigna Group		00-0000000	1591167	0000701221		CR Washington Street Investors LP	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..33.820	Charles River Washington Street LLC (non-affiliate)	
..0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Unicorn LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..70.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		Union Wharf Apartments LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..80.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		AMD Apartments Limited Partnership	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..80.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		SP Newport Crossing LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..85.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		PUR Arbors Apartments Venture LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..85.000	Cigna Corporation	
..0901	Cigna Group		00-0000000	1591167	0000701221		CG Seventh Street LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..87.500	Cigna Corporation	

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		00-0000000	1591167	0000701221		Ideal Properties II LLC	..CA	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..85.000	Cigna Corporation	
...0901	Cigna Group		41-2189110	1591167	0000701221		CG-LINA Realty Investors LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
...0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Parners, LLC	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	..94.700	Cigna Corporation	
...0901	Cigna Group		45-2242273	1591167	0000701221		115 Sansome Street Associates, LLC	..DE	..NIA	CG-LINA Realty Investors, LLC	Ownership	..90.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		121 Tasman Apartments LLC	..DE	..NIA	CG-LINA Realty Investors, LLC	Ownership	..85.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Alto Apartments LLC	..WA	..NIA	CG-LINA Realty Investors, LLC	Ownership	..80.000	Cigna Corporation	
...0901	Cigna Group		20-4786821	1591167	0000701221		CG-LINA Paper Box LLC	..DE	..NIA	CG-LINA Realty Investors, LLC	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		26-4032640	1591167	0000701221		CG-LINA 10 Brookline, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..75.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR 10 Brookline LLC	..DE	..NIA	CG-LINA 10 Brookline LLC	Ownership	..50.000	Cigna Corporation and CR/ND Brookline LLC (non-affiliate)	
...0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		06-0303370	1591167	0000701221		Cigna Dulles Town, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Dulles Town Center Mall, LLC	..VA	..NIA	Cigna Dulles Town, LLC	Ownership	..50.000	Cigna Corporation	
...0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC	..DE	..NIA	Connecticut General Life Insurance Company	Ownership	..50.000	Cigna Corporation	
...0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC	..DE	..NIA	Corac, LLC	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC	..DE	..NIA	Corac, LLC	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC	..DE	..NIA	Corac, LLC	Ownership	..80.000	Cigna Corporation	
...0901	Cigna Group	..67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company	..CT	..IA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC	..DE	..NIA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	..DE	..NIA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	..CT	..NIA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	..OH	..NIA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..88366	59-2760189				American Retirement Life Insurance Company	..OH	..IA	Loyal American Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..61727	34-0970995				Central Reserve Life Insurance Company	..OH	..IA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..65722	63-0343428				Loyal American Life Insurance Company	..OH	..IA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..67903	23-1335885				Provident American Life and Health Insurance Company	..OH	..IA	Cigna Health and Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..65269	75-2305400				United Benefit Life Insurance Company	..OH	..IA	Central Reserve Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	..DE	..NIA	Provident American Life and Health Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	..AZ	..NIA	Connecticut General Corporation	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group	..65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	..PA	..IA	Connecticut General Corporation	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna & CMC Life Insurance Company Limited (China) (50%)	..CHN	..IA	Life Insurance Company of North America	Ownership	..50.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	..KOR	..IA	Life Insurance Company of North America	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	..DE	..NIA	Life Insurance Company of North America	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	..SD	..IA	Connecticut General Life Insurance Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Holdings Limited (United Kingdom)	..GBR	..NIA	Company	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Limited (United Kingdom)	..GBR	..NIA	Connecticut General Corporation	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	..DE	..NIA	Vielife Holdings Limited	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Businesshealth UK Limited	..GBR	..NIA	Vielife Limited	Ownership	..100.000	Cigna Corporation	
...0901	Cigna Group									Vielife Holdings Limited	Ownership	..100.000	Cigna Corporation	

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1522976	1591167	0000701221		Blodget & Hazard Limited	GBR	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Connecticut General Benefit Payments, Inc.							
0901	Cigna Group		06-1252419	1591167	0000701221			DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1533555	1591167	0000701221		Healthsource Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-2041388	1591167	0000701221		IHN, Inc.	IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1252418	1591167	0000701221		LINA Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0334401	1591167	0000701221		Mediversal, Inc.	NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0344624	1591167	0000701221		Universal Claims Administration	MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0389196	1591167	0000701221		Cigna Global Holdings, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Corporation, Inc	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Services	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
							Cigna International Marketing (Thailand) Limited	THA	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA	BRA	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	BRA	NIA	Cigna Global Holdings, Inc.	Ownership	59.930	Cigna Corporation	
							Cigna Global Reinsurance Company, Ltd. (Bermuda)	BMU	IA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		98-0210110	1591167	0000701221									
0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hayat Sigorta, A.S.	TUR	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	NLD	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Beta B.V.	NLD	NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Gamma B.V.	NLD	NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	
							Cigna Life Insurance Co. of Europe S.A.-N.V.	BEL	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		AA-1240009	1591167	0000701221									
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	BEL	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna European Services (UK) Limited	GBR	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CIGNA 2000 UK Pension LTD	GBR	NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	IND	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
							Cigna International Services Australia Pty Ltd	AUS	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited (New Zealand)	NZL	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
							Cigna Life Insurance New Zealand Limited (New Zealand)	NZL	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	TWN	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
							Cigna Taiwan Life Insurance Company Limited (New Zealand)	NZL	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	HKG	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited (China)	CHN	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
							Cigna HLA Technology Services Limited (Hong Kong)	HKG	NIA					
0901	Cigna Group		00-0000000	1591167	0000701221							100.000	Cigna Corporation	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PT GAR Indonesia	JDN	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PT PGU Indonesia	JDN	NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		RHP (Thailand) Limited	THA	NIA	Cigna Holdings Overseas, Inc.	Ownership	49.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Brokerage Services (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Non-Life Insurance Brokerage (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		KDM (Thailand) Limited (Thailand)	THA	NIA	RHP Thailand Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Public Company Limited	THA	IA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Insurance Company Limited (Guernsey)	GGY	IA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International NV (Brussels)	BEL	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.990	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International Sdn. Bhd. (Malaysia)	MYS	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International (Beijing) Consultants and Administrators Co., Ltd (China)	CHN	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International, LLC (FL)	FL	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International (Dubai) Limited (United Arab Emirates)	ARE	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	IA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna (Indonesia) (80%)	JDN	IA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Holdings Limited (UK)	GBR	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Limited (UK)	GBR	NIA	FirstAssist Group Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Administration Limited (UK)	GBR	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Brighter Business Limited (UK)	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Legal Protection Limited (UK)	GBR	IA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Insurance Services Limited (UK)	GBR	IA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street Residential Holdings LLC	DE	NIA	Cigna Affiliates Reality Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Arborpoint at Market Street LLC	DE	NIA	Market Street Residential Holdings LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street Retail Holdings LLC	DE	NIA	Cigna Affiliates Reality Investment Group LLC	Ownership	60.890	Cigna Corporation	
0901	Cigna Group		00-0000000				Market Street South LLC	DE	NIA	Market Street Retail Holdings LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Diamondview Tower CM-CG LLC	DE	NIA	Cigna Affiliates Reality Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Mallory Square Partners I, LLC	DE	NIA	Cigna Affiliates Reality Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership	DE	NIA	Cigna Affiliates Reality Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cignafinans Emeklilik Ve Hayat Anonim Sirketi	TUR	NIA	Cigna Nederland Gamma, B.V.	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cignattk Health Insurance Company Limited	JND	NIA	Cigna Holdings Overseas, Inc.	Ownership	26.000	TTK (non-affiliate)	
												0.000		

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	30,000,000	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	30,000,000	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	30,000,000	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	139,077,212	133,953,369
2. Cost of bonds and stocks acquired	4,675,583	43,925,538
3. Accrual of discount	15,023	94,070
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	9,595	151,364
6. Deduct consideration for bonds and stocks disposed of	8,023,967	36,807,809
7. Deduct amortization of premium	521,815	2,239,320
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	135,231,631	139,077,212
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	135,231,631	139,077,212

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	157,482,220	397,355,851	60,306,884	(60,869,080)	433,662,107	0	0	157,482,220
2. Class 2 (a)	25,486,019	1,396,228	2,011,857	(54,722)	24,815,668	0	0	25,486,019
3. Class 3 (a)	573,552	0	0	86	573,638	0	0	573,552
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	183,541,791	398,752,079	62,318,741	(60,923,716)	459,051,413	0	0	183,541,791
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	183,541,791	398,752,079	62,318,741	(60,923,716)	459,051,413	0	0	183,541,791

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$318,496,414 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	383,824,534	xxx	383,830,045	107,403	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	44,464,579	40,800,016
2. Cost of short-term investments acquired	393,666,742	133,657,516
3. Accrual of discount	0	2,866
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	54,304,365	129,992,148
7. Deduct amortization of premium	2,422	3,671
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	383,824,534	44,464,579
11. Deduct total nonadmitted amounts	60,414,017	0
12. Statement value at end of current period (Line 10 minus Line 11)	323,410,517	44,464,579

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	159,374,177	8,875,832
2. Cost of cash equivalents acquired	53,014,166	150,498,345
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	159,374,177	0
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	53,014,166	159,374,177
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	53,014,166	159,374,177

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

[illegible]

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

[illegible]

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-NP-1	US Treasury N/B 1.750% 07/31/15 1.750% 07/31/15 .....		..02/19/2013	JEFFERIES & COMPANY		2,278,391	2,203,000	2,130	1.....
912828-LK-4	US Treasury N/B 0.250% 01/31/15 .....		..03/12/2013	HSBC SECURITIES		1,000,964	1,001,000	283	1.....
0599999. Subtotal - Bonds - U.S. Governments						3,279,355	3,204,000	2,413	XXX
302196-AD-0	Express Scripts Holding Co 2.650% 02/15/17 .....		..01/11/2013	Tax Free Exchange		446,368	450,000	4,836	2FE.....
718546-AJ-3	Phillips 66 2.950% 05/01/17 .....		..01/18/2013	Tax Free Exchange		949,860	950,000	5,994	2FE.....
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,396,228	1,400,000	10,830	XXX
8399997. Total - Bonds - Part 3						4,675,583	4,604,000	13,243	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						4,675,583	4,604,000	13,243	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						4,675,583	XXX	13,243	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
3620A7-HD-0	GN 721228 5.000% 02/15/40		03/01/2013	Paydown		45,878	45,878	47,930	47,878	.0	(2,000)	.0	(2,000)	.0	45,878	.0	.0	.0	441	02/15/2040	1
3620A7-SN-6	GN 721525 5.000% 02/15/40		03/01/2013	Paydown		110,568	110,568	115,552	115,389	.0	(4,821)	.0	(4,821)	.0	110,568	.0	.0	.0	923	02/15/2040	1
3620AK-FV-3	GN 731980 5.000% 05/15/40		03/01/2013	Paydown		57,785	57,785	60,440	60,385	.0	(2,600)	.0	(2,600)	.0	57,785	.0	.0	.0	529	05/15/2040	1
3620AL-QU-1	GN 733167 5.000% 05/15/40		03/01/2013	Paydown		96,933	96,933	100,780	100,700	.0	(3,767)	.0	(3,767)	.0	96,933	.0	.0	.0	905	05/15/2040	1
362950-LB-4	GN 677222 5.500% 08/15/38		03/01/2013	Paydown		5,482	5,482	5,686	5,682	.0	(199)	.0	(199)	.0	5,482	.0	.0	.0	54	08/15/2038	1
38374M-X5-3	GNR 2006-17 KN 5.750% 04/20/36		03/01/2013	Paydown		15,746	15,746	16,758	16,713	.0	(967)	.0	(967)	.0	15,746	.0	.0	.0	148	04/20/2036	1
38376P-XH-8	GNR 2009-117 UA 4.000% 08/16/39		03/01/2013	Paydown		19,266	19,266	19,769	19,633	.0	(367)	.0	(367)	.0	19,266	.0	.0	.0	132	08/16/2039	1
38377G-MX-4	GNR 2010-75 NA 4.500% 02/20/35		03/01/2013	Paydown		78,999	78,999	83,270	81,565	.0	(2,566)	.0	(2,566)	.0	78,999	.0	.0	.0	586	02/20/2035	1
0599999	Subtotal - Bonds - U.S. Governments					430,657	430,657	450,185	447,945	.0	(17,287)	.0	(17,287)	.0	430,657	.0	.0	.0	3,718	XXX	XXX
3128CU-MV-5	FG G30372 5.000% 09/01/27		03/01/2013	Paydown		23,836	23,836	25,199	25,135	.0	(1,299)	.0	(1,299)	.0	23,836	.0	.0	.0	183	09/01/2027	1
3128M5-KII-9	FG G03609 5.500% 10/01/37		03/01/2013	Paydown		79,331	79,331	85,578	85,414	.0	(6,083)	.0	(6,083)	.0	79,331	.0	.0	.0	733	10/01/2037	1
3128M6-KX-5	FG G04510 5.000% 02/01/36		03/01/2013	Paydown		20,585	20,585	21,402	21,372	.0	(787)	.0	(787)	.0	20,585	.0	.0	.0	171	02/01/2036	1
3128M6-M8-8	FG G04583 6.000% 08/01/38		03/01/2013	Paydown		18,349	18,349	19,694	19,655	.0	(1,306)	.0	(1,306)	.0	18,349	.0	.0	.0	184	08/01/2038	1
3128MB-K7-1	FG G12818 6.000% 10/01/22		03/01/2013	Paydown		2,518	2,518	2,550	2,544	.0	(26)	.0	(26)	.0	2,518	.0	.0	.0	28	10/01/2022	1
3128MB-KM-8	FG G12800 5.000% 12/01/21		03/01/2013	Paydown		2,227	2,227	2,181	2,187	.0	40	.0	40	.0	2,227	.0	.0	.0	18	12/01/2021	1
3128MB-ZJ-9	FG G13245 5.500% 08/01/23		03/01/2013	Paydown		14,449	14,449	15,417	15,339	.0	(890)	.0	(890)	.0	14,449	.0	.0	.0	133	08/01/2023	1
3128MJ-RJ-1	FG G08488 3.500% 04/01/42		03/01/2013	Paydown		72,982	72,982	74,601	74,577	.0	(1,595)	.0	(1,595)	.0	72,982	.0	.0	.0	388	04/01/2042	1
3128MM-GP-2	FG G18205 6.000% 09/01/22		03/01/2013	Paydown		885	885	896	895	.0	(9)	.0	(9)	.0	885	.0	.0	.0	9	09/01/2022	1
3128PJ-XG-7	FG J06979 5.500% 02/01/23		03/01/2013	Paydown		15,791	15,791	16,923	16,828	.0	(1,037)	.0	(1,037)	.0	15,791	.0	.0	.0	198	02/01/2023	1
3128PF-UF-8	FG J10582 4.500% 09/01/24		03/01/2013	Paydown		23,073	23,073	23,969	23,912	.0	(839)	.0	(839)	.0	23,073	.0	.0	.0	152	09/01/2024	1
3128PP-VB-6	FG J10610 4.500% 08/01/24		03/01/2013	Paydown		2,689	2,689	2,748	2,744	.0	(55)	.0	(55)	.0	2,689	.0	.0	.0	20	08/01/2024	1
3128PQ-UJ-1	FG J11303 4.500% 12/01/24		03/01/2013	Paydown		13,647	13,647	14,177	14,138	.0	(491)	.0	(491)	.0	13,647	.0	.0	.0	103	12/01/2024	1
3128PQ-UU-3	FG J11495 4.500% 02/01/25		03/01/2013	Paydown		27,044	27,044	28,109	28,029	.0	(985)	.0	(985)	.0	27,044	.0	.0	.0	214	02/01/2025	1
3128PQ-WW-7	FG J11561 4.500% 01/01/25		03/01/2013	Paydown		82,413	82,413	86,019	85,704	.0	(3,291)	.0	(3,291)	.0	82,413	.0	.0	.0	635	01/01/2025	1
3128PR-4M-8	FG J12628 4.500% 07/01/25		03/01/2013	Paydown		31,542	31,542	33,552	33,368	.0	(1,826)	.0	(1,826)	.0	31,542	.0	.0	.0	228	07/01/2025	1
3128PR-RV-3	FG J12300 4.000% 05/01/25		03/01/2013	Paydown		46,495	46,495	47,955	47,852	.0	(1,357)	.0	(1,357)	.0	46,495	.0	.0	.0	407	05/01/2025	1
3128PU-C8-3	FG J14595 3.500% 03/01/26		03/01/2013	Paydown		84,821	84,821	84,278	84,299	.0	522	.0	522	.0	84,821	.0	.0	.0	471	03/01/2026	1
31292L-F6-7	FG C03789 4.000% 03/01/42		03/01/2013	Paydown		215,500	215,500	226,746	226,525	.0	(11,025)	.0	(11,025)	.0	215,500	.0	.0	.0	1,486	03/01/2042	1
312936-3M-7	FG A89804 5.000% 11/01/39		03/01/2013	Paydown		30,692	30,692	32,026	31,986	.0	(1,294)	.0	(1,294)	.0	30,692	.0	.0	.0	250	11/01/2039	1
312938-3A-9	FG A90793 5.000% 01/01/40		03/01/2013	Paydown		42,903	42,903	44,766	44,710	.0	(1,807)	.0	(1,807)	.0	42,903	.0	.0	.0	493	01/01/2040	1
312938-YS-7	FG A90689 5.000% 01/01/40		03/01/2013	Paydown		50,475	50,475	52,667	52,603	.0	(2,128)	.0	(2,128)	.0	50,475	.0	.0	.0	347	01/01/2040	1
312939-JN-2	FG A91169 5.500% 02/01/40		03/01/2013	Paydown		36,203	36,203	38,307	38,238	.0	(2,036)	.0	(2,036)	.0	36,203	.0	.0	.0	302	02/01/2040	1
31294L-EV-0	FG E02684 4.500% 03/01/25		03/01/2013	Paydown		25,709	25,709	26,721	26,659	.0	(951)	.0	(951)	.0	25,709	.0	.0	.0	186	03/01/2025	1
3132GD-BF-8	FG Q00038 4.500% 04/01/41		03/01/2013	Paydown		63,150	63,150	64,033	64,000	.0	(850)	.0	(850)	.0	63,150	.0	.0	.0	474	04/01/2041	1
3132GE-FE-5	FG Q01065 4.500% 06/01/41		03/01/2013	Paydown		119,651	119,651	121,325	121,282	.0	(1,630)	.0	(1,630)	.0	119,651	.0	.0	.0	1,030	06/01/2041	1
3132GF-KH-9	FG Q02096 4.500% 07/01/41		03/01/2013	Paydown		14,890	14,890	15,453	15,442	.0	(552)	.0	(552)	.0	14,890	.0	.0	.0	111	07/01/2041	1
3132GK-6P-6	FG Q04778 4.000% 11/01/41		03/01/2013	Paydown		94,897	94,897	100,154	100,081	.0	(5,184)	.0	(5,184)	.0	94,897	.0	.0	.0	563	11/01/2041	1
3133SH-5D-1	FG C90844 4.500% 08/01/24		03/01/2013	Paydown		28,574	28,574	29,637	29,572	.0	(998)	.0	(998)	.0	28,574	.0	.0	.0	208	08/01/2024	1
3133XX-7F-8	Federal Home Loan Bank 1.625% 03/20/13		03/20/2013	Maturity		650,000	650,000	650,405	650,019	.0	(19)	.0	(19)	.0	650,000	.0	.0	.0	5,281	03/20/2013	1
31371N-SN-6	FN 257125 5.500% 03/01/28		03/01/2013	Paydown		23,200	23,200	25,020	24,940	.0	(1,740)	.0	(1,740)	.0	23,200	.0	.0	.0	220	03/01/2028	1
3137A1-DM-2	FHR 3707 CA 5.000% 07/15/40		03/01/2013	Paydown		36,784	36,784	39,549	38,508	.0	(1,724)	.0	(1,724)	.0	36,784	.0	.0	.0	363	07/15/2040	1
3137A1-HM-6	FHR 3708 AB 4.000% 12/15/27		03/01/2013	Paydown		49,671	49,671	52,217	51,057	.0	(1,385)	.0	(1,385)	.0	49,671	.0	.0	.0	311	12/15/2027	1
3137A4-6R-3	FHR 3778 JA 3.500% 04/15/40		03/01/2013	Paydown		57,117	57,117	58,12													

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)	
31398M-ZY-5	FNR 2010-23 HA 2.000% 10/25/18		03/01/2013	Paydown		18,838	18,838	18,703	18,728	.0	.110	.0	.110	.0	18,838	.0	.0	.0	.61	10/25/2018	1	
31398R-UL-7	FNR 2010-54 PA 4.500% 04/25/39		03/01/2013	Paydown		70,795	70,795	74,622	72,499	.0	(1,704)	.0	(1,704)	.0	70,795	.0	.0	.0	.466	04/25/2039	1	
31398W-LZ-5	FHR 3636 EB 2.000% 11/15/18		03/01/2013	Paydown		13,944	13,944	13,949	13,945	.0	(1)	.0	(1)	.0	13,944	.0	.0	.0	.45	11/15/2018	1	
31402R-RN-1	FN 735893 5.000% 10/01/35		03/01/2013	Paydown		39,402	39,402	42,031	41,958	.0	(2,556)	.0	(2,556)	.0	39,402	.0	.0	.0	.318	10/01/2035	1	
31407J-ZD-3	FN 832472 5.500% 09/01/35		03/01/2013	Paydown		19,834	19,834	21,229	21,189	.0	(1,355)	.0	(1,355)	.0	19,834	.0	.0	.0	.266	09/01/2035	1	
31408G-F3-6	FN 850786 5.500% 01/01/21		03/01/2013	Paydown		1,881	1,881	1,876	1,876	.0	.5	.0	.5	.0	1,881	.0	.0	.0	.17	01/01/2021	1	
31409A-DR-7	FN 865112 5.500% 01/01/21		03/01/2013	Paydown		2,765	2,765	2,758	2,757	.0	.8	.0	.8	.0	2,765	.0	.0	.0	.18	01/01/2021	1	
31410K-EY-6	FN 889451 6.000% 05/01/38		03/01/2013	Paydown		16,316	16,316	17,525	17,495	.0	(1,178)	.0	(1,178)	.0	16,316	.0	.0	.0	.143	05/01/2038	1	
31410K-XL-3	FN 889983 6.000% 10/01/38		03/01/2013	Paydown		25,210	25,210	26,813	26,760	.0	(1,550)	.0	(1,550)	.0	25,210	.0	.0	.0	.239	10/01/2038	1	
31410K-XY-5	FN 889995 5.500% 09/01/38		03/01/2013	Paydown		27,456	27,456	28,874	28,823	.0	(1,367)	.0	(1,367)	.0	27,456	.0	.0	.0	.242	09/01/2038	1	
31412Q-KD-0	FN 931892 4.500% 09/01/24		03/01/2013	Paydown		10,891	10,891	11,356	11,331	.0	(440)	.0	(440)	.0	10,891	.0	.0	.0	.75	09/01/2024	1	
31413K-AH-4	FN 947408 6.000% 10/01/22		03/01/2013	Paydown		3,451	3,451	3,497	3,486	.0	(35)	.0	(35)	.0	3,451	.0	.0	.0	.20	10/01/2022	1	
31414A-TF-9	FN 960550 5.500% 01/01/38		03/01/2013	Paydown		21,705	21,705	23,186	23,154	.0	(1,448)	.0	(1,448)	.0	21,705	.0	.0	.0	.189	01/01/2038	1	
31414B-M2-3	FN 961277 6.500% 01/01/48		03/01/2013	Paydown		6,738	6,738	6,933	6,927	.0	(189)	.0	(189)	.0	6,738	.0	.0	.0	.73	01/01/2048	1	
31416C-E2-8	FN 995753 4.500% 05/01/24		03/01/2013	Paydown		46,953	46,953	49,609	49,456	.0	(2,503)	.0	(2,503)	.0	46,953	.0	.0	.0	.338	05/01/2024	1	
31416P-M6-1	FN AA5780 4.500% 04/01/39		03/01/2013	Paydown		33,782	33,782	35,059	34,992	.0	(1,210)	.0	(1,210)	.0	33,782	.0	.0	.0	.234	04/01/2039	1	
31417Y-DV-6	FN MA0115 4.500% 07/01/29		03/01/2013	Paydown		40,298	40,298	42,501	42,395	.0	(2,097)	.0	(2,097)	.0	40,298	.0	.0	.0	.284	07/01/2029	1	
31417Y-RC-3	FN MA0482 4.000% 08/01/25		03/01/2013	Paydown		12,517	12,517	13,146	13,111	.0	(594)	.0	(594)	.0	12,517	.0	.0	.0	.77	08/01/2025	1	
31418M-ZL-5	FN AD0778 4.500% 01/01/25		03/01/2013	Paydown		63,742	63,742	66,561	66,335	.0	(2,593)	.0	(2,593)	.0	63,742	.0	.0	.0	.520	01/01/2025	1	
31418P-YF-6	FN AD2509 4.500% 04/01/25		03/01/2013	Paydown		59,464	59,464	61,963	61,795	.0	(2,331)	.0	(2,331)	.0	59,464	.0	.0	.0	.425	04/01/2025	1	
31418Q-PD-9	FN AD3119 4.500% 04/01/40		03/01/2013	Paydown		49,628	49,628	51,063	51,020	.0	(1,392)	.0	(1,392)	.0	49,628	.0	.0	.0	.397	04/01/2040	1	
31418U-Y5-7	FN AD7031 4.500% 06/01/25		03/01/2013	Paydown		19,113	19,113	19,797	19,744	.0	(630)	.0	(630)	.0	19,113	.0	.0	.0	.143	06/01/2025	1	
3199999. Subtotal - Bonds - U.S. Special Revenues						3,454,710	3,454,710	3,561,765	3,543,838	0	(89,121)	0	(89,121)	0	3,454,710	0	0	0	27,022	XXX	XXX	
.04044T-AL-0	Aristotle Holding Inc 144A 2.650% 02/15/17		01/11/2013	Tax Free Exchange		446,368	450,000	445,613	446,343	.0	25	.0	25	.0	446,368	.0	.0	.0	4,836	02/15/2017	2FE	
14313E-AC-6	CARMX 2010-2 A3 1.410% 02/16/15		03/15/2013	Paydown		57,276	57,276	57,600	57,402	.0	(126)	.0	(126)	.0	57,276	.0	.0	.0	.135	02/16/2015	1FE	
17313K-AC-5	CGOINT 2008-C7 A2B 6.053% 12/10/49		03/01/2013	Paydown		214,597	214,597	221,705	216,910	.0	(2,313)	.0	(2,313)	.0	214,597	.0	.0	.0	3,197	12/10/2049	1FM	
438516-AW-6	Honeywell International Inc 4.250% 03/01/13		03/01/2013	Maturity		275,000	275,000	294,036	276,127	.0	(1,127)	.0	(1,127)	.0	275,000	.0	.0	.0	5,844	03/01/2013	1FE	
52108H-E3-4	LBUBS 2004-C4 A3 5.362% 06/15/29		03/11/2013	Paydown		974	974	959	973	.0	.1	.0	.1	.0	974	.0	.0	.0	.11	06/15/2029	1FM	
59022H-DS-8	MLMT 2004-KEY2 A2 4.166% 08/12/39		03/01/2013	Paydown		1,436	1,436	1,396	1,431	.0	.4	.0	.4	.0	1,436	.0	.0	.0	.12	08/12/2039	1FM	
59022H-FV-9	MLMT 2005-MKB2 A2 4.806% 09/12/42		02/01/2013	Paydown		2,585	2,585	2,557	2,585	.0	.0	.0	.0	.0	2,585	.0	.0	.0	.20	09/12/2042	1FM	
617446-HR-3	Morgan St Dean Witter 5.300% 03/01/13		03/01/2013	Maturity		700,000	700,000	749,000	702,737	.0	(2,737)	.0	(2,737)	.0	700,000	.0	.0	.0	18,550	03/01/2013	1FE	
65476A-AF-2	NAROT 2009-A A4 ABS 4.740% 08/17/15		02/15/2013	Paydown		37,779	37,779	40,571	37,872	.0	(93)	.0	(93)	.0	37,779	.0	.0	.0	.164	08/17/2015	1FE	
718546-AG-9	Phillips 66 144A 2.950% 05/01/17		01/18/2013	Tax Free Exchange		949,860	950,000	949,829	949,861	.0	(1)	.0	(1)	.0	949,860	.0	.0	.0	5,994	05/01/2017	2FE	
771196-AQ-5	Roche Holdings Inc. NT CR SEN 144A14 5.000% 03/01/14		03/21/2013	Call	104,0880	827,500	795,000	869,984	818,744	.0	8,756	.0	8,756	.0	827,500	.0	.0	.0	22,083	03/01/2014	1FE	
92769X-AC-9	Virgin Media Secured 6.500% 01/15/18	R	02/13/2013	GOLDMAN SACHS & COMPANY		625,225	585,000	628,875	617,335	.0	(1,706)	.0	(1,706)	.0	615,630	.0	9,595	9,595	6,760	01/15/2018	2FE	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,138,600	4,069,647	4,262,125	4,128,320	0	683	0	683	0	4,129,005	0	9,595	9,595	67,606	XXX	XXX	
8399997. Total - Bonds - Part 4						8,023,967	7,955,014	8,274,075	8,120,103	0	(105,725)	0	(105,725)	0	8,014,372	0	9,595	9,595	98,346	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						8,023,967	7,955,014	8,274,075	8,120,103	0	(105,725)	0	(105,725)	0	8,014,372	0	9,595	9,595	98,346	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						8,023,967	XXX	8,274,075	8,120,103	0	(105,725)	0	(105,725)	0	8,014,372	0	9,595	9,595	98,346	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

STATEMENT AS OF MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

[illegible]



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 3477

NAIC Company Code 12902

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	132,734,714	XXX	0	XXX	132,734,714
2. Earned Premiums	147,855,755	XXX	0	XXX	XXX
3. Claims Paid	94,192,951	XXX	0	XXX	94,192,951
4. Claims Incurred	142,661,547	XXX	0	XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	0	XXX	0	0
6. Aggregate Policy Reserves - Change	0	XXX	0	XXX	XXX
7. Expenses Paid	17,450,698	XXX	0	XXX	17,450,698
8. Expenses Incurred	17,442,729	XXX	0	XXX	XXX
9. Underwriting Gain or Loss	(12,248,521)	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	21,091,064

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ 0 due from CMS or \$ 94,337,982 due to CMS